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E-Filed on 7/31/07

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Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

USA CAPITAL REALTY ADVISORS,
LLC,

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED
FUND, LLC,

USA SECURITIES, LLC,

Debtors.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**STIPULATION RE WITHDRAWAL
OF PROOFS OF CLAIM FILED BY
E & M HARDWARE PROFIT
SHARING PLAN**

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

The USACM Liquidating Trust (the "USACM Trust"), by and through its undersigned counsel, and E & M Hardware Profit Sharing Plan, by and through James Feeney, Trustee, ("E & M"), stipulate:

1. E & M Hardware Profit Sharing Plan, James Feeney, Trustee, filed proof of claim No. 10725-01680 as a secured claim in the amount of \$557,184.11.

2. E & M Hardware Profit Sharing Plan, James Feeney, Trustee, filed proof of claim No. 10725-02047 as a secured claim in the amount of \$506,747.80. Proof of claim No. 10725-02047 amended proof of claim No. 10725-01680.

3. On March 23, 2007, the USACM Trust filed its Eighth Omnibus Objection to Proofs of Claim filed as Secured [DE 3147] objecting to the secured status of Claim Nos. 10725-01680 and 10725-02047 filed by E & M, arguing that the proofs of claim are not entitled to secured status and requested that the claims be reclassified as general unsecured claims.

4. On June 29, 2007, the Order Sustaining the Eighth Omnibus Objection to Claims Asserting Secured Status [DE 4079] was signed by this Court and the claims were reclassified as general unsecured claims.

5. E & M notified the USACM Trust that they want to withdraw the proofs of claim filed in this case.

Therefore, the parties stipulate and agree that E & M withdraws proof of claim No. 10725-01680 filed on December 11, 2006, in the amount of \$557,184.11; and Claim No. 10725-02047 filed on January 11, 2007, in the amount of \$506,747.80 and no further notice shall be given to E & M.

DATED: 7-31, 2007.

LEWIS AND ROCA LLP

By: /s/ RC (#6593)

Susan M. Freeman, AZ 4199 (*pro hac vice*)

Rob Charles, NV 6593

Counsel for USACM Liquidating Trust

-and-

DATED: 7-27-07, 2007.

E & M Hardware Profit Sharing Plan
James Feeney Trustee
E & M Hardware Profit Sharing Plan,
James Feeney, Trustee